

Project Grow Community Gardens Bylaws

Offices

1. The PRINCIPAL OFFICE of the corporation shall be at such place within the State of Michigan as the Board of Directors shall determine.
2. OTHER OFFICES for the corporation within or without the State of Michigan may be designated by the Board of Directors as the business of the corporation may require.

Books and Records

3. Such books, records, and accounts of the corporation's business shall be kept and maintained as the Board of Directors shall deem advisable and as are required by law or by these bylaws.

Fiscal Year

4. The fiscal year of the corporation shall be the calendar year.

Banking and Checks

5. The Board of Directors shall by resolution designate the bank or other depository in which funds shall be deposited in the name of the corporation. All checks, drafts, notes, receipts, order or other instruments for the payment of money shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Execution of Legal Documents, Etc.

6. The Board of Directors may specifically designate the officers and agents who shall have the power to execute any contract, conveyance or other instrument in the name and on behalf of the corporation. However, in the absence of such designation, the president or a vice-president and the secretary or assistant secretary or treasurer or assistant treasurer may execute such contract, conveyance or other instrument in the name and on behalf of said corporation.

Membership

7. The membership shall consist of those people having made financial contributions often dollars or more to Project Grow in the past year, and those people who have actively maintained a garden plot on land furnished by Project Grow for the last growing season. The Board of Directors and the paid staff shall also be included in the membership.

8. The Board of Directors may SUSPEND a member for cause by affirmative vote of two-thirds of the Board at a meeting held not less than ten days after an appropriate hearing. A record shall be made of the facts relied on to establish cause. The Board of Directors, by majority vote of those present at any regular meeting, may TERMINATE the membership of any member who has become ineligible for membership, upon proof and written determination of ineligibility. All rights, privileges, and interests of a member shall terminate with termination of membership. Membership shall be nontransferable and nonassignable.

9. The PLACE of all meetings of the membership shall be the principal office of the corporation or such other place as shall be fixed by the Board of Directors and announced to the membership in the notice of the meeting.

10. The ANNUAL MEETING of the membership shall be held in the fall of each year for the following purposes: a. To elect directors b. To transact such other business as properly may come before the meeting

11. Special meetings of the membership may be called by the president or secretary and shall be called by either of them at the request of a majority of the board of directors or any twenty-five members. Any such request by the board or the members shall be in writing and shall state the purpose or purposes of the proposed meeting. Such special meeting shall be held not less than two weeks from the day notice is mailed to the members.

12. WRITTEN NOTICE of meetings of the membership stating time, place, and purpose thereof shall be served upon, or mailed to, each member entitled to vote at such meeting at such address as appears on the records of the corporation at least five days before such meeting. Notice need not be given of any adjourned meeting of the members.

13. The BUSINESS TRANSACTED at a special meeting of members shall be limited to the purpose or purposes of the meeting stated in the call.

14. A QUORUM at all meetings of members shall consist of 15 members. If, however, such quorum shall not be present or represented at a meeting, the meeting may be adjourned from time to time by a majority of those who attend until a quorum is present or represented. At such adjourned meeting, business may be transacted which might have been transacted as originally notified. When a quorum is present or represented at any meeting, a majority vote at such meeting shall decide any question properly brought before such meeting, unless otherwise provided by law, in the articles of incorporation, or by these bylaws.

Directors

15. MANAGEMENT of the business and property of the corporation shall be by a Board of Directors who shall exercise all of the powers of the corporation not reserved to or conferred upon the members by law, in the articles of incorporation.

16. The NUMBER of the directors shall be between six and fifteen. Fourteen of the members shall be elected in the manner provided in paragraph 17; the fifteenth shall be such person as may from time to time be hired by the Board of Directors as the administrative agent ("Director") of Project Grow.

17. ELECTION of directors shall be held at the annual meeting of members of the corporation. At the 1972 annual meeting, five directors shall be elected for two-year terms; five directors shall be elected for one-year terms. At each annual meeting following the 1972 annual meeting, four directors shall be elected for terms of two years. Each director shall hold office until the annual meeting of members occurring during the year his term expires and/or until a successor is elected and shall qualify. A board member may, however, be suspended from the board by a two-thirds majority vote until a special meeting of the members can be held, which shall not be more than thirty days after said suspension. The members may, at any special meeting called for that purpose, remove any board member in accordance with law, and at that meeting or any subsequent meeting called for that purpose may elect a successor.

18. VACANCIES in the Board of Directors shall be filled by the remaining directors and each person so elected shall remain a director until his successor is elected at the next annual meeting of members or at any special meeting of members duly called for that purpose and held prior thereto.

19. ATTENDANCE of all elected board members shall be expected at all scheduled board meetings. If a board member has three (3) successive unexcused absences from board meetings, or if a board member has four (4) absences from board meetings in a six (6) month period, it may be determined by the remaining board members that said member has voluntarily resigned from board membership.

20. RESPONSIBILITIES of Board Directors shall include: (1) attendance and participation at all regularly scheduled board meetings; (2) participation in fundraising and committee, administrative, and/or programming activities; and (3) the promotion and responsible representation of the organizational goals and principles of Project Grow.

21. COMPENSATION, if any, of the directors shall be set by resolution of the membership.

22. Any board member may resign by filing a WRITTEN RESIGNATION with the Secretary. Such resignation shall take effect when accepted by the Board of Directors. The Board of Directors may reinstate a former board member, if qualified, upon written request signed by a board member and filed with the Secretary. Such reinstatement shall be by affirmative vote of two-thirds of the Board at its next regular meeting.

23. A board member cannot also be an employee unless that position is a temporary position and has the consent of two-thirds of the board of directors. Any board member who is an employee shall not vote on issues concerning their employment or the employment of others relating to the organization. Of the permanent staff, the Director alone shall be a board member.

Meetings of Directors

24. The PLACE of all meetings of the Board of Directors shall be the principal office of the corporation, unless otherwise stated in the notice of meeting or as the Board may have previously determined.

25. The ANNUAL MEETING of the Board of Directors shall be held immediately after the annual meeting of the members. REGULAR MEETINGS shall be held at such times and places as the Board shall determine at a prior meeting, and shall take place at least once each quarter.

26. SPECIAL MEETINGS of the Board of Directors may be called by the president or secretary, and shall be called by either of them upon the written request of a majority of the directors, the paid staff, or any ten members.

27. NOTICE of the annual, regular and adjourned business meetings of the Board of Directors shall not be required. Notice of the time, place and purpose of a special meeting of the Board shall be mailed or sent by telegram at least three days prior to such special meeting. Any required notice of meeting may be waived before or after such meeting.

28. A QUORUM for the transaction of business by the board of directors shall be five board members. The acts of a majority of the board members present at a meeting at which quorum is present shall be the acts of the Board; provided, that if the board members shall severally and/or collectively consent in writing to any action to be taken by the corporation, such action shall have the same validity as though such action had been authorized at a meeting of the Board.

Officers

29. The OFFICERS of the corporation shall be selected by the Board of Directors at its annual meeting. Each officer's term of office shall continue until the next annual meeting of directors and/or until his successor shall be appointed by the Board. There shall be a president, secretary, and treasurer, each of whom must also be a director. The Board may also appoint a vice-president, assistant secretary, and/or assistant treasurer as it shall deem necessary for the transaction of the business of the corporation; each of these officers may, but need not, be a director. Any two of the above officers except those of president and vice-president may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity.

30. OTHER OFFICERS AND AGENTS may be appointed at any time by the Board of Directors as it shall deem necessary for the transaction of business. Such officers and agents shall exercise such powers and perform such duties as were delegated from time to time by the Board of Directors.

31. REMOVAL of any officer, agent or employee may be effected at any time by the Board.

32. VACANCIES occurring in any office may be filled at any time by the Board of Directors.

33. The president shall determine the compensation of agents and employees, unless such compensation is determined by the Board, which it may do in its discretion.

Duties of the Officers

34. The PRESIDENT shall be the chief executive officer of the corporation. He shall preside at all meetings of the membership and directors. He shall have the general and active management of the business of the corporation and he shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate specific powers to any other officer or officers of the corporation.

35. The VICE-PRESIDENT, if one is appointed, shall have such duties as the Board of Directors shall prescribe and shall, in the absence or incapacity of the president, perform the duties of the office.

36. The SECRETARY shall attend all meetings of the membership and the Board of Directors; he shall record the voting and otherwise keep the minutes of such meetings in a book to be kept for such purposes. He shall perform such other duties as are prescribed by the Board and in the absence or incapacity of the president and vice-president shall perform the duties of the president.

37. The TREASURER shall have custody of the funds and securities of the corporation subject to the direction of the Board of Directors. He shall keep full and accurate accounts of such funds and securities. Upon request, he shall at all reasonable times exhibit his books and accounts to any director or the president and shall render at the regular meetings of the Board or whenever they may require it, an account of all his transaction as treasurer and of the financial condition of the corporation. He shall perform such other duties as are customary to that office, unless otherwise provided by the Board. The treasurer and any assistant treasurer shall provide such bond or bonds for the faithful performance of his duty with such surety or sureties as may be required by the Board.

38. Any ASSISTANT secretary or any assistant treasurer in the order of his seniority shall, in the absence or disability of the secretary or treasurer, as the case may be, perform the duties and exercise the powers of that office, and shall perform such other duties as the Board of Directors shall prescribe.

Amendments

39. These bylaws may be altered, amended, added to, or repealed at any regular meeting of the membership or the Board of Directors, or at any special meeting of the membership or of the directors, if notice of the proposed alteration, amendment, addition or repeal be contained in the notice of such special meeting. Provided, however, that the Board shall not make or alter any bylaws fixing their number, qualifications, classifications, or compensation.